

MAR 14 '07

4-33 PM

SURFACE TRANSPORTATION BOARD

David A. Shelton
General AttorneyNorfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

Writer's Direct Dial Number

(757) 629-2834

(757) 823-5781 (fax)

E-mail: David.Shelton@nscorp.com

March 8, 2007
EQ000003**VIA AIRBORNE EXPRESS**Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed please find two (2) counterparts, properly executed and acknowledged, of each of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of February 13, 2007 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of February 9, 2007 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of February 13, 2007 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 19254, 19255 and 19256, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Document #1:

Lessor:	Dia Muscat Ltd. c/o Diamond Lease Company Ltd. 3-1 Marunouchi 3-chome Chiyoda-ku Tokyo 100-8462 Japan
---------	----------------------------------------------------------------------------------------------------------------------

Mr. Vernon A. Williams
March 8, 2007
Page 2

Lessee: Norfolk Southern Railway Company
(the name Norfolk Southern Corporation being used
incorrectly in the original filing)
Three Commercial Place
Norfolk, Virginia 23510

Document #2:

Security Agent: The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York
Branch
(formerly known as The Mitsubishi Bank, Limited, New
York Branch, the name used in the original filing)
1251 Avenue of the Americas
New York, New York 10020-1104

Document #3:

Secured Party: Norfolk Southern Railway Company
(the name Norfolk Southern Corporation being used
incorrectly in the original filing)
Three Commercial Place
Norfolk, Virginia 23510

The equipment originally covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
20	Model Dash 9-40C Diesel-Electric Locomotives (General Electric Company)	NS	8828 and 8830-8848

A check in the amount of \$102.00 is enclosed to cover the recordation fee of \$34.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return

Mr. Vernon A. Williams
February 13, 2007
Page 3

any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of February 13, 2007, to terminate the Lease Agreement with Recordation No. 19254 dated as of February 13, 1995, covering 20 General Electric Model Dash 9-40C diesel-electric locomotives numbered 8828 and 8830-8848, inclusive.

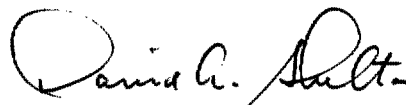
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of February 9, 2007, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19255 dated as of February 13, 1995, covering 20 General Electric Model Dash 9-40C diesel-electric locomotives numbered 8828 and 8830-8848, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of February 13, 2007, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19256 dated as of February 13, 1995, covering 20 General Electric Model Dash 9-40C diesel-electric locomotives numbered 8828 and 8830-8848, inclusive.

Sincerely,


David A. Shelton

Enclosures

MAR 14 '07

4:33 PM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and Dia Muscat Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of February 13, 1995, (as supplemented by the lease supplement dated as of February 28, 1995) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

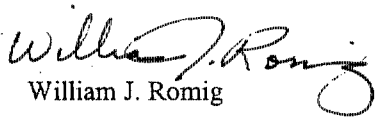
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 13th day of FEBRUARY, 2007.

NORFOLK SOUTHERN
RAILWAY COMPANY

By:

Name:

Title:


William J. Romig

Vice President and Treasurer

DIA MUSCAT LTD.

By:

Name:

Title:

COMMONWEALTH OF VIRGINIA)

)

CITY OF NORFOLK)

On this 13TH day of FEBRUARY, 2007, before me, a Notary Public, personally appeared William J. Romig, to me personally known, who, being by me duly sworn, says he is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca P. Jagan

Notary Public

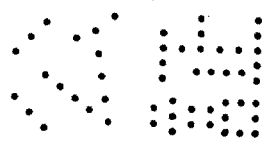
My commission expires: MARCH 31, 2007

I, the undersigned NOTARY, do hereby certify that _____, _____ of Dia Muscat Ltd. (the "Company"), who has been duly authorized to execute and deliver the foregoing instrument for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered office at _____ has executed in my very presence the foregoing instrument.

Dated this ___ day of _____, 2007.

Notary

Tokyo Legal Affairs Bureau, Japan



TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and Dia Muscat Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of February 13, 1995, (as supplemented by the lease supplement dated as of February 28, 1995) (the "**Agreement**"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this _____ day of _____, 2007.

NORFOLK SOUTHERN
RAILWAY COMPANY

By:

Name: William J. Romig

Title: Vice President and Treasurer

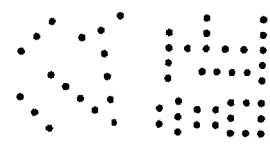
DIA MUSCAT LTD.

By:

Name: *Toru Masada*
TORU MASADA

Title: DIRECTOR

8th FEB 2007
Tokyo



COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK)

On this day of , 2007, before me, a Notary Public, personally appeared William J. Romig, to me personally known, who, being by me duly sworn, says he is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

I, the undersigned NOTARY, do hereby certify that _____, _____ of Dia Muscat Ltd. (the "Company"), who has been duly authorized to execute and deliver the foregoing instrument for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered office at _____ has executed in my very presence the foregoing instrument.

Dated this 8th day of February, 2007.

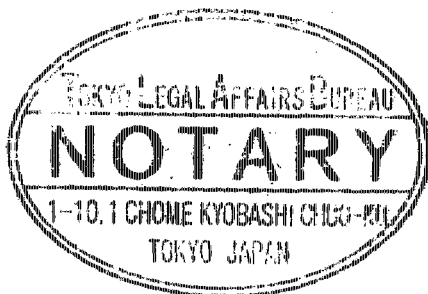


Notary

Shigeo IKEDA
Shigeo IKEDA

Tokyo Legal Affairs Bureau, Japan

**My commission expires:
January 22, 2013**



KYOBASHI NOTARY OFFICE

1-10, KYOBASHI 1-CHOME, CHUO-KU,
TOKYO 104-0031, JAPAN

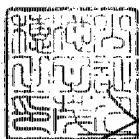
PHONE: 81-03-3271-4677
FAX: 81-03-3271-3606

Registered No. 139

NOTARIAL CERTIFICATE

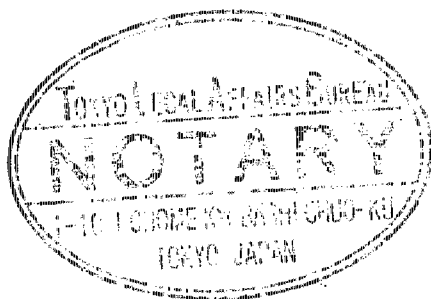
I, the undersigned NOTARY, do hereby certify that **Mr. Toru MASADA**, Director of **DIA MUSCUT LTD.** (the "Company"), who is duly authorized to execute and deliver the attached document for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered head office at 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, Japan, has affixed in my very presence his signature to the attached document ("TERMINATION OF LEASE AGREEMENT").

Dated this 8th day of February 2007.



A handwritten signature in cursive script, appearing to read 'S. Ikeda'.

Shigeo IKEDA NOTARY
TOKYO LEGAL AFFAIRS BUREAU
My commission expires: January 22, 2013



認 証

囑託人・ダイヤモンドカット有限会社（DIA MUSCUT LTD. 本社：日本国東京都千代田区丸の内三丁目3番1号）取締役 正田 徹（Mr. Toru MASADA）は、本公証人の面前において、添付書面「リース契約終結書（TERMINATION OF LEASE AGREEMENT）」に署名した。

よって、これを認証する。

平成19年 2 月 8 日、本公証人役場において

東京都中央区京橋一丁目1番10号

東京法務局所属

公 証 人

Notary

池田 公証人
Shigeo IKEDA



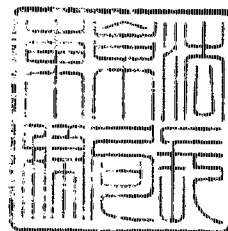
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成19年 2 月 8 日

東京法務局長

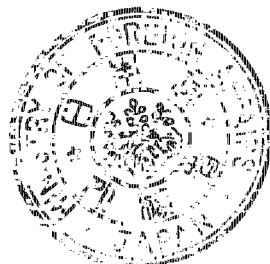
戸田 信久



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by Shigeo IKEDA
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of
- Certified
5. at Tokyo
6. FEB. - 8, 2007
7. by the Ministry of Foreign Affairs
8. 07- N^o 009525
9. Seal/stamp:
10. Signature



K. Oyabe

Kazutoyo OYABE
For the Minister for Foreign Affairs